# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 9, 2018

# INTREXON CORPORATION

(Exact Name of Registrant as Specified in Charter)

Virginia (State or Other Jurisdiction of Incorporation)

001-36042

26-0084895 (I.R.S. Employer Identification No.)

20374 Seneca Meadows Parkway, Germantown, Maryland 20876 (Address of Principal Executive Offices) (Zip Code)

(301) 556-9900 (Registrant's Telephone Number, including area code)

\$N/A\$ (Former Name or Former Address, if change since last report)

Check the appropriate box below if the Form 8-K	filing is intended to simultaneously satisfy the filing obligation of the regist	rant under any of the
following provisions (see General Instruction A.2.	. below):	-

	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of Securities Exchange Act of 1934.		
Emerging growth company $\ \square$		
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with an new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. $\Box$		

#### Item 2.02 Results of Operations and Financial Condition.

Attached as Exhibit 99.1 is a copy of a press release of Intrexon Corporation, dated August 9, 2018, providing a business update for the quarter ended June 30, 2018.

This information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

# Item 4.02 Non-reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

On August 9, 2018, the Audit Committee of the Board of Directors of Intrexon Corporation (the "Company") concluded that a restatement of the unaudited interim consolidated financial statements included in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the "Form 10-Q") was required and those financial statements should not be relied upon because of errors in the Company's accounting related to the initial adoption, and resultant impacts, of Accounting Standards Codification Topic 606, Revenue from Contracts with Customers ("ASC 606"). This conclusion was reached in consultation with the Company's management and the Company's independent registered public accounting firm, PricewaterhouseCoopers LLP ("PwC").

Effective January 1, 2018, the Company adopted ASC 606 using the modified retrospective method. The Company has determined it incorrectly applied certain aspects of ASC 606, including gross versus net presentation for payments pursuant to one of the Company's contracts and the guidance for contract modifications to a contract that had been modified prior to the adoption of ASC 606. The Company estimates that these errors have resulted in an overstatement of deferred revenue and accumulated deficit by approximately \$67 million as of the adoption date, and an overstatement of revenues by approximately \$4 million for the three months ended March 31, 2018. These estimates are based on the Company's current expectations and are subject to finalization, including completion of procedures for the Form 10-Q/A. The Company concluded these errors resulted from a material weakness as it did not maintain effective controls over the adoption of ASC 606. As a result, the Company has reevaluated its assessment of the effectiveness of the Company's disclosure controls and procedures for the three-months ended March 31, 2018 and has concluded that they were not effective.

The Company's unaudited interim consolidated financial statements as of and for the quarter ended March 31, 2018 will be restated in an amended Quarterly Report on Form 10-Q/A.

The Audit Committee has discussed the matters disclosed in this Item 4.02 with PwC.

# Item 7.01 Regulation FD Disclosure.

On August 9, 2018, Intrexon Corporation provided slides to accompany its business update presentation. A copy of the slides is furnished as Exhibit 99.2 hereto.

This information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

# Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

#### Exhibit

# No. Description

99.1 Press release dated August 9, 2018.

99.2 <u>Slide presentation of Intrexon Corporation dated August 9, 2018.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Intrexon Corporation

By: /s/ Rick L. Sterling
Rick L. Sterling
Chief Financial Officer

Dated: August 9, 2018



# **Intrexon Business Update and Conference Call**

GERMANTOWN, MD, August 9, 2018 – Intrexon Corporation (NYSE: XON), a leader in the engineering and industrialization of biology to improve the quality of life and health of the planet, will host a call today to provide a general update and highlight recent business developments, as well as provide select preliminary and unaudited second quarter results.

The Company is not announcing final financial results for the quarter ended June 30, 2018 and is delaying the filing of its quarterly report on Form 10-Q. The delay in filing the second quarter report is related to the Company's application of certain aspects of ASC 606 in the Company's first quarter Form 10-Q. The Company will be filing an amended Form 10-Q for the first quarter of 2018. The Company expects to file the second quarter report and amended first quarter report within the next few days.

# **Business Highlights:**

- Precigen, Inc., a wholly owned subsidiary of Intrexon and a pharmaceutical company specializing in the development of innovative gene
  and cellular therapies to improve the lives of patients, announced the treatment of the first patient in Phase 1 first-in-human clinical trials of
  its investigational therapy, INXN-4001, the first multigene cardiac approach to express proteins encoded by three effector genes to treat
  heart failure:
- Intrexon and Epimeron, Inc., a world-class provider of gene discovery and biosynthetic pathway optimization, announced the isolation and
  recombinant expression of a novel gene from the opium poppy (Papaver somniferum) encoding the enzyme thebaine synthase. The
  existence of this enzyme, which was not previously verified, is essential to increase the rate of the final step in thebaine synthesis, which the
  Company believes is a major breakthrough and allows biosynthesis of several important active agents and intermediates including thebaine,
  codeine and morphine;
- Oxitec, Ltd., a wholly owned subsidiary of Intrexon, entered into a cooperative agreement with the Bill & Melinda Gates Foundation to
  develop a new strain of Oxitec's self-limiting Friendly<sup>TM</sup> Mosquitoes to combat the Anopheles mosquito species that spreads malaria in the
  Western Hemisphere;
- Collaborator Ziopharm Oncology, Inc. (Nasdaq: ZIOP) presented clinical data showing the company's controlled IL-12 platform as
  monotherapy achieved anti-tumor responses in patients with metastatic breast cancer and recurrent glioblastoma at the 2018 American
  Society of Clinical Oncology Annual Meeting;
- Collaborator Ziopharm Oncology, Inc. (Nasdaq: ZIOP) announced that the first patient has been dosed in a new Phase 1 trial evaluating combination therapy of controlled IL-12 and OPDIVO® (nivolumab) for the treatment of recurrent glioblastoma;
- Collaborator Fibrocell Science, Inc. (Nasdaq: FCSC) reported interim results on the Phase 1/2 trial of FCX-007 trial, a gene therapy for the
  treatment of recessive dystrophic epidermolysis bullosa. The results highlighted that FCX-007 was well tolerated at 52 weeks postadministration and showed continued positive trends in wound healing and pharmacological signals, including type VII collagen expression
  and evidence of anchoring fibrils; and
- In July 2018, Intrexon completed its registered underwritten public offering of \$200 million aggregate principal amount of 3.50% convertible senior notes due 2023. Concurrently with the notes offering, the Company entered into a share lending agreement with J.P. Morgan Securities LLC and JPMorgan Chase Bank, National Association, New York branch, as share borrower, pursuant to which the Company agreed to lend 7,479,431 shares of common stock of the Company, no par value per share to the share

borrower. Randal J. Kirk, the Chairman, Chief Executive Officer and principal shareholder of the Company, and an entity with which he is affiliated, agreed with the share borrower to purchase all of the shares of Common Stock offered in the borrowed shares offering.

# Recent Developments:

- 2,3, BDO yields are up 22% since last reported and continue to support the Company's stated plan to break ground on a 40,000 ton/year plant by year end;
- · Intrexon scientists continue to engineer the methanotrophic organism to improve the utilization of natural gas as a carbon source;
- Intrexon remains engaged in advanced discussions with multiple strategic partners for the methane bioconversion platform;
- · Xogenex, LLC, a majority owned subsidiary of Precigen, has dosed multiple patients in its Phase 1 trial of the gene therapy INXN-4001;
- Helen Sabzevari, PhD, President of Precigen, will host an analyst day in Germantown, Maryland in the fourth quarter. At this meeting, Dr. Sabzevari will provide an in depth review and update of Precigen's cell and gene based therapeutic programs; and
- To date, Okanagan Specialty Fruits has completed the planting of over 900,000 Arctic® apple trees on 592 total acres and is targeting planting 1,000,000 more trees in the spring of 2019.

# Select Preliminary Unaudited Second Quarter 2018 Financial Results:

- Revenues will be approximately \$45.3 million;
- Net loss attributable to Intrexon will be approximately \$65.4 million (including noncash charges of \$43.9 million); and
- Earnings per share will be a loss of approximately \$0.51 per basic share.

"The businesses of intrexon continue to advance, leaving their roots as historic achievements of numerous world first instances in the field of engineered biology to become strong economic engines that should produce revenues and profits for years to come," commented Randal J. Kirk, Chairman and Chief Executive Officer of Intrexon. "From the creation of the world's first organisms that turn the cheapest source of carbon into valuable petrochemicals, fuels and lubricants, we are moving forward to capture the economic and social advantages of our achievements. From our demonstration of multigeneic and controllable gene and cell systems we are advancing into the clinic with therapies against many of the most important unmet health needs. From the development of the first engineered fish, insects, fruits and pigs, we are moving forward adroitly to see each of these become real businesses that contribute significant value to the world."

Mr. Kirk concluded, "I feel that we are on the cusp of showing with business what we have long demonstrated in the science and technology of engineered biology and believe that our shareholders will be pleased by the result."

#### Restatement of First Quarter Financial Results:

Effective January 1, 2018, the Company adopted ASC 606 using the modified retrospective method. The Company has reassessed its application of certain aspects of ASC 606, including gross versus net presentation for payments pursuant to one of the Company's contracts and the guidance for contract modifications to a contract that had been modified prior to the adoption of ASC 606. The Company estimates that these errors have resulted in an overstatement of deferred revenue and accumulated deficit by approximately \$67 million as of the adoption date, and an overstatement of revenues by approximately \$4 million for the three months ended March 31, 2018. These estimates are based on the Company's current expectations and are subject to finalization, including completion of quarterly procedures and completion of the Company's technical accounting analysis for ASC 606.

### Conference Call and Webcast

The Company will host a conference call today Thursday, August 9th, at 5:30 PM ET to provide a general business update. The conference call may be accessed by dialing 1-888-317-6003 (Domestic US), 1-866-284-3684 (Canada), and 1-412-317-6061 (International) and providing the number 6027271 to join the Intrexon Corporation Call. Participants may also access the live webcast through Intrexon's website in the Investors section at <a href="https://investors.cha.com/events">https://investors.cha.com/events</a>.

#### **About Intrexon Corporation**

Intrexon Corporation (NYSE: XON) is Powering the Bioindustrial Revolution with Better  $DNA^{TM}$  to create biologically-based products that improve the quality of life and the health of the planet. Intrexon's integrated technology suite provides its partners across diverse markets with industrial-scale design and development of complex biological systems delivering unprecedented control, quality, function, and performance of living cells. We call our synthetic biology approach Better  $DNA^{TM}$ , and we invite you to discover more at  $\underline{www.dna.com}$  or follow us on Twitter at  $\underline{@Intrexon}$ , on  $\underline{Facebook}$ , and  $\underline{Facebook}$ , and  $\underline{Facebook}$  in  $\underline{Facebook$ 

#### Trademarks

Intrexon, Friendly, Arctic, Powering the Bioindustrial Revolution with Better DNA, and Better DNA are trademarks of Intrexon and/or its affiliates. Other names may be trademarks of their respective owners.

#### Safe Harbor Statement

Some of the statements made in this press release are forward-looking statements that involve a number of risks and uncertainties and are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements made in this press release include, but are not limited to, statements regarding preliminary results for the second quarter of 2018, the timing of filing future quarterly reports, and the expected impact of the proper application of ASC 606, statements regarding clinical and pre-clinical development activities by Intrexon and its collaborators, commercial and business development plans and the submission of regulatory filings. These forward-looking statements are based upon Intrexon's current expectations and projections about future events and generally relate to Intrexon's plans, objectives and expectations for the development of Intrexon's business. Although management believes that the plans and objectives reflected in or suggested by these forward-looking statements are reasonable, all forward-looking statements involve risks and uncertainties and actual future results may be materially different from the plans, objectives and expectations expressed in this press release. These risks and uncertainties include, but are not limited to, (i) Intrexon's strategy and overall approach to its business model, including its ability to successfully enter into optimal strategic relationships with its subsidiaries and operating companies that Intrexon may form in the future; (ii) Intrexon's ability to successfully enter me markets or develop additional products, whether with its collaborators or independently; (iii) actual or anticipated variations in Intrexon's operating results; (iv) actual or anticipated fluctuations in Intrexon's operating results; (vi) cutual or anticipated fluctuations in Intrexon's operating results; (vi) the volutility of Intrexon's stock price; (viii) Intrexon's ability, and the ability of its collaborators, to adapt to changes in l

litigation; (xi) the rate and degree of market acceptance of any products developed by a collaborator under an ECC or through a joint venture; (xii) Intrexon's ability to retain and recruit key personnel; (xiii) Intrexon's expectations related to the use of proceeds from its public offerings and other financing efforts; (xiv) Intrexon's estimates regarding expenses, future revenue, capital requirements and needs for additional financing; and (xv) Intrexon's expectations relating to its subsidiaries and other affiliates. For a discussion of other risks and uncertainties, and other important factors, any of which could cause Intrexon's actual results to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in Intrexon's Annual Report on Form 10-K, as well as discussions of potential risks, uncertainties, and other important factors in Intrexon's subsequent filings with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and Intrexon undertakes no duty to update this information unless required by law.

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# For more information regarding Intrexon Corporation, contact:

**Investor Contact:** 

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# Intrexon Corporation Business Update

August 9 2018

# Forward-Looking Statements

Safe Harbor Statement

Some of the statements made in this presentation are forward-looking statements that involve a number of risks and uncertainties and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon Intrexon's current expectations and projections about future events and generally relate to Intrexon's plans, objectives and expectations for the development of Intrexon's business, discussion of anticipated clinical trials and future collaborations. Although management believes that the plans and objectives reflected in or suggested by these forward-looking statements are reasonable, all forward-looking statements involve risks and uncertainties and actual future results may be materially different from the plans, objectives and expectations expectations expressed in this presentation. These risks and uncertainties clude, but are not limited to, (i) Intrexon's strategy and overall approach to its business model; (ii) Intrexon's ability to successfully enter new markets or develop additional products, whether with its collaborators or independently; (iii) Intrexon's ability to successfully enter new markets or develop additional products, whether with its collaborators or independently; (iii) Intrexon's ability to successfully enter new markets or develop additional products, whether with its collaborators or independently; (iii) Intrexon's ability or successfully enter new markets or develop additional products, whether with its collaborators or independently; (iii) Intrexon's ability or anticipated variations in Intrexon's operating results; (v) actual or anticipated variations in Intrexon's competitors' or its collaborators or call products, and products, and products, whether with its collaborators, to protect intrexon's intellectual property and other proprietary rights and technologies; (x) Intrexon's ability, and the ability of its collaborators, to protect Intrexon's intellectual property and other p





# Novel applications of microbes to:

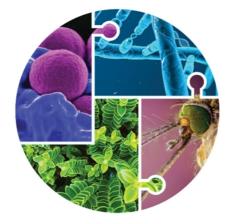
- Make better use of natural resources
- Improve medical treatments
- Reinvent our energy systems through alternative fuel production



# Direct changes to plant biology at the genomic level to:

- Address demand for healthy, sustainable foods
- Address resource scarcity
- Develop crops with increased productivity and consumer appeal







New approaches to gene and cell therapy that target:

- Underlying causes of disease
- Multiple genes with a single therapy
- Reduction of patient cost and wait time for cellular therapies



#### Precision bioengineering to address:

- Risks to global food production resulting from growing resistance to pesticides and traits
- Mosquito transmission of disease
- Over-fishing by providing alternative breeding methods intrexon

# intrexon — Advancing Syn-Bio Across Platforms

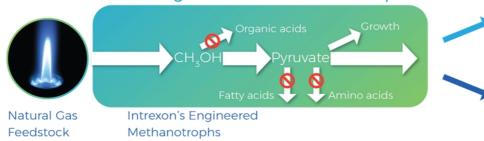




# intrexon's Proprietary Approach

- intrexon's proprietary methane bioconversion platform is a groundbreaking approach in the Gas-to-Liquids (GTL) industry.
- Over past several years intrexon has built a proprietary genetic toolbox for MBP to
- unlock its potential in methane bioconversion.
- The cost-effective transformation of methane to higher value chemicals and fuels through fermentation is central to our fuels, lubricants and chemicals initiatives.





**Chemicals achieved:** 

- · 2.3 Butanediol\*
- · Isobutyraldehyde\*
- · 1,4 Butanediol\*
- · Isoprene

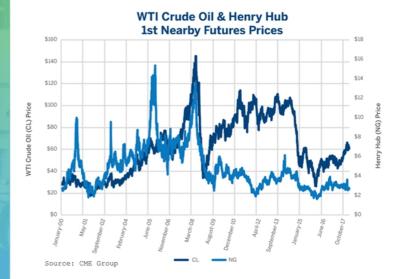
# **Fuels achieved:**

- · Isobutanol\*
- Farnesene
- Molecules actively under development



# Historical Natural Gas to Oil Spread

- In 2009 oil and gas prices decoupled.
- Despite expected volatility, the long-term trend remains intact.
- A tremendous gas to oil arbitrage emerged from the price divergence.



# intrexon's MBP Potential – Large Markets for Relatively Simple Products













# Lead Program via 2,3 BDO

- Demand growing at or above GDP
- 20+ suppliers, easy entry
- Long term off-take agreements available
- Catalytic conversion to 1,3
   butadions demonstrated
- Targeting C4 or C5 products was viewed as an optimized point in the product-value vs. synthesis complexity landscape
- Isobutanol is attractive as a less corrosive, more potent, and more valuable gasoline additive relative to 2-carbon ethanol
- Expansion into specialty chemicals once major carbon flux pathways are optimized

Source: IHS Chemical, ICIS, Markets and Markets, MicroMarket Monitor, Grandview Research, Transparency Market Research

1. Currently limited to \$80bn by regulations, IEA World Outlook 2016 data; IEA World Energy Outlook 2016 data; Market size for 1-butene and isobutene, the main applications for butylene



# **Q2 Advances**

- A 22% quarter over quarter increase in 2,3 BDO yield.
- intrexon scientists continue to engineer the methanotrophic organism to improve the utilization of natural gas as a carbon source.
- Site selection is underway for the small scale plant with a goal of breaking ground by year end and generating revenue by 2020.



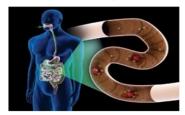


# ActoBiotics® – Controlled Expression in a Non-Human Commensal



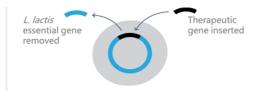
# Harnessing L. lactis Yields New Opportunities

# Safety



- L. lactis has a long history of safe use in human nutrition
- Non-colonizing, non-human commensal species allowing for control of dosage and timing of exposure
- No pathogenicity, compared to possible pathogenicity with other hosts or human bacterial isolates
- Oral delivery platform has excellent track record of safe use in humans

# **Genetic Engineering**



- Construction strategy allows for minimum genetic modifications
- In-house established engineering process allows for continual creation of new drug candidates
- Host is engineered for environmental containment, preventing the accumulation of bacteria outside the body

# Scalable Manufacturing

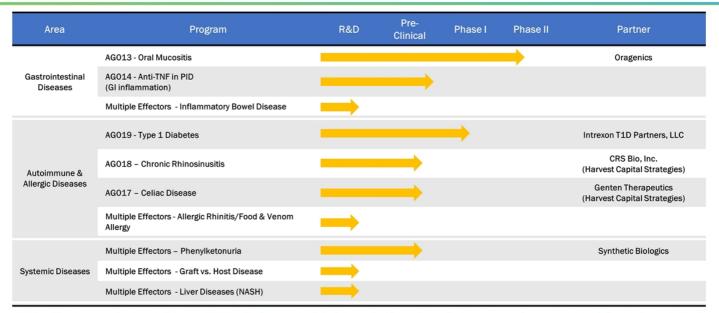


- Industrial microorganism used for large scale food production
- Efficient and reliable cGMP manufacturing process established and scalable for future commercial supply
- Following fermentation, the modified bacteria are freeze-dried and packaged

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# **ActoBio Therapeutics Pipeline**





ActoBio Therapeutics continues POC work on multiple topical and oral compounds generated from its exclusive collection of more than 1,500 plasmids and 400+ strains producing broad classes of biologics









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# Okanagan Specialty Fruits Q2 Updates —

- Planted ≈900,000 Arctic® apple trees on 590 acres of orchards
- Made preparations to plant 1,000,000 more trees in the spring of 2019
- Consumer reception to the apples has been very favorable
- Q4 harvest is expected to be ≈10 times more than 2017
- Increasing 2020 revenue forecast to \$30 million
- Continue to advance non-browning traits in other fruits

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Trans Ova and Exemplar Q2 Updates

# Trans Ova Genetics

 Executing on the plan to sell elite genetics embryos to a growing number of customers domestically and abroad through Trans Ova's wholly owned subsidiary, ProGentus

Project Razor advancing wel

# Exemplar Genetics

- Growing demand for the MiniSwine Models
- Expanding into regenerative medicine





# EnviroFlight Q2 Updates

- Advancing on schedule toward the goal to open the largest black soldier fly larvae facility in the US in 2018
- Modular facility Phase one will have the ability to produce 900mt of product a year and is designed to scale up to 3,200mt

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# Intrexon Crop Protection Q2 Updates

# **Intrexon Crop Protection**

 A recent analysis supports our internal modeling that it is feasible to sustain trait effectiveness against fall armyworm with appropriate application of our insects

 Expecting to initiate field trials in Brazil in the latter half of 2019, pending appropriate regulatory approvals



# intrexon